Amendments to the Claims

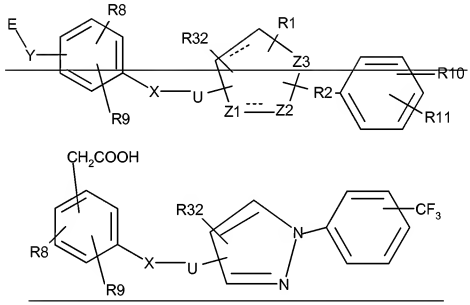
In the Claims

This listing of claims will replace all prior versions and listings of claims in the application. Amendments to the claims are without prejudice.

What is claimed is:

1. (Canceled).

2. (Currently Amended) A compound of the Formula I'':



and stereoisomers, pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

~~(a)R1 is selected from the group consisting of hydrogen, C_1-C_8-alkyl, C_1-C_8-alkenyl, aryl-C_{0-4}-alkyl, aryl-C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and, wherein C_1-C_8-alkyl, C_1-C_8-alkenyl, aryl-C_{0-4}-alkyl, aryl-C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents independently selected from R1';~~

(a) R1', R26, R27, R28 and R31 is ~~are each independently~~ selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-

COOR12, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryloxy, aryl-C_{0-4}-alkyl, heteroaryl, heterocycloalkyl, C(O)R13, COOR14, OC(O)R15, $OS(O)_2R16$, $N(R17)_2$, NR18C(O)R19, $NR20SO_2R21$, SR22, S(O)R23, $S(O)_2R24$, and $S(O)_2N(R25)_2$; R12, R13, R14, R15, R16, R17, R18, R19, R20, R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

~~(b)R2 is selected from the group consisting of C_0-C_8 alkyl and C_1-$_4$ heteroalkyl;~~

~~(c)~~(b) X is ~~selected from the group consisting of a~~ single bond~~, O, S, S(O), and N~~;

~~(e)~~(c) U is an aliphatic linker wherein one carbon atom of the aliphatic linker is optionally replaced with O, ~~NH or S,~~ and wherein such aliphatic linker is substituted with from one to four substituents each independently selected from R30;

~~(d) Y is selected from the group consisting of C, and S;~~

~~(e)E is C(R3)(R4)A or A and wherein~~

~~(i) A is selected from the group consisting of carboxyl, tetrazole, C_1-C_6 alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, acylsulfonamide and tetrazole are each optionally substituted with from one to two groups independently selected from R^7;~~

~~(ii) each R^7 is independently selected from the group consisting of hydrogen, C_1-C_6 haloalkyl, aryl C_0-C_4 alkyl and C_1-C_6 alkyl;~~

~~(iii) R3 is selected from the group consisting of hydrogen, C_1-C_5 alkyl, and C_1-C_5 alkoxy; and~~

~~(iv) R4 is selected from the group consisting of H, C_1-C_5 alkyl, C_1-C_5 alkoxy, aryloxy, C_3-C_6 cycloalkyl, and aryl C_0-C_4 alkyl, and R3 and R4 are optionally combined to form a C_3-C_4 cycloalkyl, and wherein alkyl, alkoxy, aryloxy, cycloalkyl and aryl-alkyl are each optionally substituted with from one to three substituents each independently selected from R26;~~

~~(f)Z1 and Z2 are each independently selected from the group consisting of N, O, and C with the proviso that at least one of Z1 and Z2 is N;~~

~~(g)Z3 is selected from the group consisting of N, O, and C;~~

~~(j)~~(d) R8 is selected from the group consisting of hydrogen~~,~~ and C_1-C_4 alkyl~~, C_1-C_4 alkylenyl, and halo~~;

~~(k)~~(e) R9 is selected from the group consisting of hydrogen~~;~~ and C_1-C_4 alkyl~~, C_1-C_4 alkylenyl, halo, aryl-C_0-C_4alkyl, heteroaryl, C_1-C_6-allyl, and OR29, and wherein aryl-C_0-C_4alkyl, heteroaryl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C_1-C_4alkyl~~;

~~(j)~~R10, R11 are each independently selected from the ~~group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-COOR12'', C_1-C_6 alkoxy, C_1-C_6haloalkyl, C_1-C_6haloalkyloxy, C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, aryl-C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', OS(O)$_2$R16', N(R17')$_2$, NR18'C(O)R19', NR20'SO$_2$R21', SR22', S(O)R23', S(O)$_2$R24', and S(O)$_2$N(R25')$_2$; and wherein aryl-C_{0-4}-alkyl, aryl-C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three independently selected from R28~~;

~~(k)~~R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl~~;~~

~~(m)~~(f) R30 is selected from the group consisting of C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, aryl-C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and wherein C_1-C_6 alkyl, aryl-C_{0-4}-alkyl, aryl-C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three substituents each independently selected from R31; and

~~(o)~~(g) R32 is selected from the group consisting of~~a bond,~~ hydrogen~~, halo,~~ C_1-C_6 alkyl, ~~C_1-C_6haloalkyl,~~ and C_1-C_6 alkyloxo~~;~~ ~~and~~

~~(n) is optionally a bond to form a double bond at the indicated position.~~

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34. (Canceled)
35. (Currently Amended) A compound as claimed by Claim 2 ~~Claim 34~~ wherein the aliphatic linker is substituted with from one to two substituents each independently selected from R30.
36. (Currently Amended) A compound as claimed by Claim 35~~Claim 18~~ wherein each R30 is independently selected from the group consisting of C1-C6 alkyl.
37. (Previously Presented) A compound as claimed by Claim 36 wherein each R30 is independently selected from the group consisting of C2-C3 alklyl..
38. (Canceled)

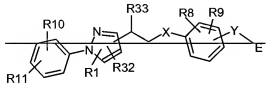
39. (Canceled)

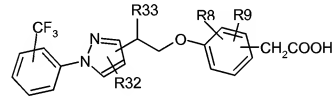
40. (Canceled)

41. (Previously Presented) A compound as claimed by Claim 36 wherein U is substituted with methyl

42. (Withdrawn) A compound as claimed by Claim 29 wherein U is methylene.

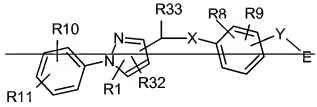
43. (Currently amended) A compound as claimed by Claim 2 ~~any one of Claims 1 or 2 or~~ represented by the following Structural Formula II:

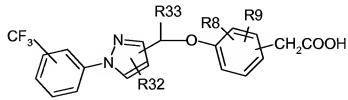




wherein R33 is ~~selected from the group consisting of hydrogen and~~ C_1-C_3 alkyl; or a pharmaceutically acceptable salt thereof.

44. (Currently Amended) A compound as claimed by Claim 2 ~~Claim 18~~ represented by the following Structural Formula III:





or a pharmaceutically acceptable salt thereof, wherein R33 is selected from the group consisting of hydrogen and C_1-C_3 alkyl.

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53. (Canceled)

54. (Currently amended) A pharmaceutical composition, comprising as an active ingredient, at least one compound as claimed by Claim 2~~Claim 18~~ together with a pharmaceutically acceptable carrier or diluent.

55. (Canceled)

56. (Withdrawn) A method of treating diabetes mellitus in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 44.

57. (Withdrawn) A method of treating metabolic disorder in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 44.

58. (Withdrawn) A method of Claim 57 wherein the mammal in need thereof is diagnosed as suffering from metabolic disorder.

59. (Canceled)

60. (Canceled)

61. (Canceled)

62. (Canceled)

63. (Canceled)

64. (Canceled)

65. (Canceled)

66. (Canceled)

67. (Canceled)

68. (New) A compound as claimed by Claim 2 that is (3-{2-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-butoxy}-phenyl)-acetic acid or a pharmaceutically acceptable salt thereof.

69. (New) A compound as claimed by Claim 2 that is (3-{3-[3-Methyl-1-(4-trifluoromethyl-phenyl)-1H-pyrazol-4-yl]-butoxy}-phenyl)-acetic acid or a pharmaceutically acceptable salt thereof.